

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
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SUITE 200  
WASHINGTON, D.C.

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ELLSWORTH C. ALVORD (1964)

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(202) 393-2266  
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OF COUNSEL  
URBAN A. LESTER

April 29, 1999

RECORDATION NO. 22131, A, B

FILED

APR 29 '99

2-45 PM

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Full Service Lease Agreement, dated September 9, 1993, a primary document as defined in the Board's Rules for the Recordation of Documents and three (3) copies of the following secondary documents related thereto: Memorandum of Lease Assignment, Management and Escrow Agreement, dated March 24, 1999 and Memorandum of Lease Assignment and Assumption Agreement, dated as of March 31, 1999.

The names and addresses of the parties to the enclosed documents are:

Full Service Lease Agreement

Lessor: The Andersons  
480 West Dussel Drive  
Maumee, Ohio 43537

Lessee: LaFarge Lime Ohio, Inc.  
(f/k/a Redland Ohio, Inc.)  
128 East Main Street  
Woodville, Ohio 43469

Vernon A. Williams  
April 29, 1999  
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Memorandum of Lease Assignment, Management  
and Escrow Agreement

Assignee: The Vaughn Group, Ltd.  
8240 Beckett Park Drive, Suite D  
Hamilton, Ohio 45001

Assignor: The Andersons, Inc.  
480 West Dussel Drive  
Maumee, Illinois 43537

Memorandum of Lease Assignment  
and Assumption Agreement

Assignee: Firstar Bank, National Association  
425 Walnut Street  
Cincinnati, Ohio 45202

Assignor: The Vaughn Group, Ltd.  
8240 Beckett Park Drive, Suite D  
Hamilton, Ohio 45001

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached hereto.

Also enclosed is a check in the amount of \$78.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

## Exhibit A

4427 Cu. Ft. covered Hopper Cars

	TAI Car Number	Prior Car Number	Vintage/ Age	Mfg.
1	AEX 1325	USLX 31212	1967	Evans
2	AEX 1326	USLX 31214	1967	Evans
3	AEX 1327	USLX 31215	1967	Evans
4	AEX 1328	USLX 31216	1967	Evans
5	AEX 1329	USLX 31217	1967	Evans
6	AEX 1330	USLX 31218	1967	Evans
7	AEX 1331	USLX 31219	1967	Evans
8	AEX 1332	USLX 31220	1967	Evans
9	AEX 1333	USLX 31221	1967	Evans
10	AEX 1334	USLX 31222	1967	Evans
11	AEX 1335	USLX 31223	1967	Evans
12	AEX 1336	USLX 31224	1967	Evans
13	AEX 1337	USLX 31225	1967	Evans
14	AEX 1338	USLX 31226	1967	Evans
15	AEX 1339	USLX 31227	1967	Evans
16	AEX 1340	USLX 31228	1967	Evans
17	AEX 1341	USLX 31229	1967	Evans
18	AEX 1342	USLX 31230	1967	Evans
19	AEX 1343	USLX 31231	1967	Evans
20	AEX 1344	USLX 31232	1967	Evans
21	AEX 1345	USLX 31233	1967	Evans
22	AEX 1346	USLX 31234	1967	Evans
23	AEX 1347	USLX 131001	1967	Evans
24	AEX 1348	USLX 131012	1967	Evans
25	AEX 1349	USLX 131017	1967	Evans
26	AEX 1350	USLX 131030	1967	Evans
27	AEX 1351	USLX 131035	1967	Evans
28	AEX 1352	USLX 131039	1967	Evans
29	AEX 1353	USLX 131040	1967	Evans
30	AEX 1354	USLX 131046	1967	Evans
31	AEX 1355	USLX 439626	1967	Evans
32	AEX 1356	USLX 439752	1967	Evans
33	AEX 1357	USLX 439758	1967	Evans
34	AEX 1358	USLX 439763	1967	Evans
35	AEX 1359	USLX 439769	1967	Evans
36	AEX 1360	USLX 439779	1967	Evans
37	AEX 1361	USLX 439788	1967	Evans
38	AEX 1362	USLX 439792	1967	Evans
39	AEX 1363	USLX 439793	1967	Evans

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**MEMORANDUM OF LEASE ASSIGNMENT, MANAGEMENT  
AND ESCROW AGREEMENT**

Memorandum of Lease Assignment, Management and Escrow Agreement ("Lease Assignment"), made and entered into on March 24, 1999, by and between The Vaughn Group, Inc. ("Assignee"), and The Andersons, Inc. ("Assignor").

**WITNESSETH:**

The undersigned have entered into that certain Lease Assignment, Management and Escrow Agreement dated March 24, 1999, whereby the Assignor has agreed to assign all of Assignor's rights, title and interest in, to and under the Lease Agreement No. 199301-RED dated September 9, 1993 and Rider No. 199301-RED1A, between Assignor, as Lessor, and Lafarge Lime Ohio Inc. (formerly known as Redland Ohio Inc.), as Lessee, and Assignee desires to assume all of Assignor's rights, title and interest in certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms defined in said Lease Assignment.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

THE VAUGHN GROUP, INC.

By: 

Name: John V. Handelsman  
President and CEO

Title: \_\_\_\_\_

THE ANDERSONS, INC.

By: 

Name: Gary Smith

Title: V. P. Fin. & Thr.

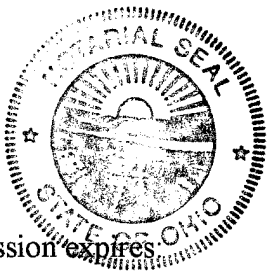
## Exhibit A

4427 Cu. Ft. covered Hopper Cars

	<b>TAI Car Number</b>	<b>Prior Car Number</b>	<b>Vintage/ Age</b>	<b>Mfg.</b>
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38	AEX 1362	USLX 439792	1967	Evans
39	AEX 1363	USLX 439793	1967	Evans

STATE OF Ohio )  
COUNTY OF Butler ) SS

On this 29<sup>th</sup> day of March, 1999 before me personally appeared John V. Handelsman, to me personally known, who being duly sworn, says that he is the President and CEO of The Vaughn Group, Inc., that said instrument was signed on behalf of said company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



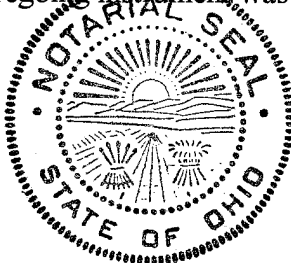
Kathy J. Voegele  
Notary Public

KATHY J. VOEGELE  
Notary Public, State of Ohio  
My Commission Expires Aug. 16, 2000

My commission expires:

STATE OF OHIO )  
COUNTY OF LUCAS ) SS

On this 26th day of March, 1999 before me personally appeared Gary Smith, to me personally known, who being duly sworn, says that he/she is the V.P., Finance & Treas of The Andersons, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Julie Ann Dibble  
Notary Public

My commission expires:

JULIE ANN DIBBLE  
Notary Public, State of Ohio  
My Commission Expires 8-20-2000